

VICE THOMAS E
Form 4
February 16, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VICE THOMAS E

2. Issuer Name and Ticker or Trading Symbol
NORTHROP GRUMMAN CORP /DE/ [NOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2980 FAIRVIEW PARK DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp VP & Pres Tech Servs

FALLS CHURCH, VA 22042

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount (A) or Price (D)					
Common Stock	02/14/2012		A		21,308 (1)	A	\$ 60.21	93,269.5 (2)	D	
Common Stock	02/14/2012		F		8,692	D	\$ 60.21	84,577.5 (3)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VICE THOMAS E 2980 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042			Corp VP & Pres Tech Servs	

Signatures

/s/ Jennifer C. McGarey, Attorney-in-fact for Thomas E.
Vice 02/16/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares issued in settlement of 13,318 Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 2/17/09 with a valuation of performance measurement period ("measurement period") ended 12/31/11. The performance shares were settled at 160% of the target award.
- Total amount includes 41,807.5 shares of common stock; 11,286 unvested RPSRs granted under the LTISP on 2/16/10 with a measurement period ending on 12/31/12; 9,843 unvested RPSRs granted under the LTISP on 8/3/10 with a measurement period ending on 12/31/12; 10,111 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; 10,111 Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/11 that will vest on 2/15/15; and 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- (2) Total amount includes 33,115.5 shares of common stock; 11,286 unvested RPSRs granted under the LTISP on 2/16/10 with a valuation of performance measurement period ("measurement period") ending on 12/31/12; 9,843 unvested RPSRs granted under the LTISP on 8/3/10 with a measurement period ending on 12/31/12; 10,111 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15; and 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.